

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 05 2010**

AMERICA VOTES EDUCATION AND ACTION
FUND
1401 NEW YORK AVE NW STE 720
WASHINGTON, DC 20005

Employer Identification Number:
26-4568349
DLN:
17053282328009
Contact Person:
GERRY R MCLAUGHLIN ID# 31115
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Form 990 Required:
Yes
Effective Date of Exemption:
March 30, 2009
Contribution Deductibility:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-NC

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P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

AUG 05 2010

AMERICA VOTES EDUCATION AND ACTION
FUND

C/O JUDITH L CORLEY
607 14TH ST 800
WASHINGTON, DC 20005

Employer Identification Number:
26-4568349

DLN:

17053282328009

Contact Person:

GERRY R MCLAUGHLIN

ID# 31115

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DEPARTMENT OF THE TREASURY

Date: **AUG 05 2010**

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FUND
C/O EZRA W REESE
607 14TH ST 800
WASHINGTON, DC 20005

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Contact Person:
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Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date ____/____/____

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address America Votes Education & Action Fund 1401 New York Avenue NW Suite 720 Washington, DC 20005	Social security number(s) ____-____-____	Employer identification number 26 4568349
	Daytime telephone number (202) 628-6600	
	Plan number (if applicable)	

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address Judith L. Corley 607 14th Street, #800, Washington, DC 20005	CAF No. _____ Telephone No. 202-628-6600 Fax No. 202-434-1690 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address Ezra W. Reese 607 14th Street, #800, Washington, DC 20005	CAF No. _____ Telephone No. 202-434-1616 Fax No. 202-654-9109 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Application for Recognition of Exemption	1024	2009-10

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF** ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ► _____

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

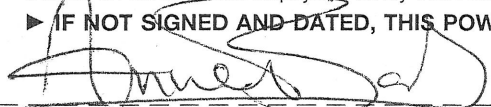
- a** If you also want the second representative listed to receive a copy of notices and communications, check this box ☒ **b** If you do not want any notices or communications sent to your representative(s), check this box ☐

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here. ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, **both** husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

Signature  Date Oct 6, 2009 Title (if applicable) President

Print Name Anne Bartley PIN Number ☐☐☐☐☐America Votes Education & Action Fund
Print name of taxpayer from line 1 if other than individual

Signature _____ Date _____ Title (if applicable) _____

Print Name _____ PIN Number ☐☐☐☐☐

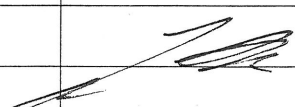
Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a** Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b** Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c** Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
 - d** Officer—a bona fide officer of the taxpayer's organization.
 - e** Full-Time Employee—a full-time employee of the taxpayer.
 - f** Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
 - g** Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h** Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 1 of the instructions.
 - k** Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
 - l** Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
 - r** Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation—Insert above letter (a–r)	Jurisdiction (state) or identification	Signature	Date
A	DC		
A	DC		<u>10/6/09</u>

17053282328009

Form **1024**
(Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)

Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) America Votes Education & Action Fund		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) 26 : 4568349
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed Ezra W. Reese (202) 434-1616
1c Address (number and street) 1401 New York Avenue NW	Room/Suite 720	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Washington, DC 20005		
1e Web site address	4 Month the annual accounting period ends June	5 Date incorporated or formed March 30, 2009
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE

[Signature]
(Signature)

RECEIVED **Anne Bartley, President**

(Type or print name and title or authority of signer)

Oct 6, 2009
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

Cat. No. 12343K

OCT 07 '09

OCT 08 '09

CINCINNATI
SERVICE CENTER

17152009282001

Part II. Activities and Operational Information (Must be completed by all applicants)

- 1** Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: **(a)** a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; **(b)** when the activity was or will be initiated; and **(c)** where and by whom the activity will be conducted.

SEE ATTACHED

-
- 2** List the organization's present and future sources of financial support, beginning with the largest source first.
- Contributions from individuals.**
- Restricted grants from section 501(c)(3) organizations for charitable and educational work.**
-

Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Anne Bartley, President / Director, 3580 Clay Street, San Francisco, CA 94118	\$0
Kim Anderson, Secretary / Treasurer / Director, 1201 16th Street NW Washington, DC 20036	\$0
Matt Angle, Director, 6 E Street SE, Washington, DC 20003	\$0
Rob McKay, Director, 303 Sacramento Street, #400, San Francisco, CA 94111	\$0
Robert Richman, Director, 2929 University Avenue SE, Suite 100, Minneapolis, MN 55414	\$0
Frank Smith, Director, 16335 Las Casas, Pacific Palisades, CA 90272	\$0
Anne Summers, Director, 1122 N. Astor Street, Milwaukee, WI 53202	\$0

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.
N/A

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).
America Votes Education & Action Fund will share some resources and employees with America Votes, Inc., an entity organized under section 527 of the Internal Revenue Code and filing forms 8871 and 8872 with the Commission. The two entities have entered into a cost-sharing agreement to allocate shared overhead costs, so that neither entity is financially supporting the activities of the other. The organizations will share facilities and some employees. The organizations do not have any overlapping officers or directors.

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.
N/A

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.
N/A

8 Explain how your organization's assets will be distributed on dissolution.

Article 8 of the Articles of Incorporation of America Votes Education & Action Fund states: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to or for the use of a tax-exempt entity consistent with the mission and goals of the corporation.

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No
 If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☒ Yes ☐ No
 If "Yes," state in detail the amount received and the character of the services performed or to be performed.
America Votes Education & Action Fund expects to receive some restricted grants from section 501(c)(3) charities to perform the activities listed in Part II, Line 1 that qualify as educational or charitable. No grants have yet been awarded to the organization.

- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No
 If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No
 If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No
 If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

- 14 Does the organization now lease or does it plan to lease any property? ☒ Yes ☐ No
 If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

As noted above in Part II, Line 5, the organization has entered into a cost-sharing agreement, including the sharing of facilities and employees, with America Votes, Inc.; that agreement includes rent. The agreement is attached.

- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☒ Yes ☐ No
 If "Yes," explain in detail and list the amounts spent or to be spent in each case.

SEE ATTACHED.

- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No
 If "Yes," attach a recent copy of each.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From 7/1/09 To 6/30/10	(b) 2011	(c) 2012	(d)	
1 Gross dues and assessments of members	0	0	0		
2 Gross contributions, gifts, etc.	3,361,889	3,529,984	3,706,486		10,598,356
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	0	0	0		
4 Gross amounts from unrelated business activities (attach schedule)	0	0	0		
5 Gain from sale of assets, excluding inventory items (attach schedule)	0	0	0		
6 Investment income (see page 3 of the instructions)	0	0	0		
7 Other revenue (attach schedule).	0	0	0		
8 Total revenue (add lines 1 through 7)	3,361,889	3,529,984	3,706,486		10,598,356
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes.	1,465,100	1,538,355	1,615,273		4,618,728
10 Expenses attributable to unrelated business activities	0	0	0		
11 Contributions, gifts, grants, and similar amounts paid (attach schedule).	0	0	0		
12 Disbursements to or for the benefit of members (attach schedule)	0	0	0		
13 Compensation of officers, directors, and trustees (attach schedule)	0	0	0		
14 Other salaries and wages.	919,947	965,944	1,014,242		2,900,133
15 Interest	0	0	0		
16 Occupancy	238,385	250,305	262,819		751,509
17 Depreciation and depletion	0	0	0		
18 Other expenses (attach schedule)	299,950	314,948	330,695		
19 Total expenses (add lines 9 through 18)	2,923,382	2,069,552	3,223,029		9,215,962
20 Excess of revenue over expenses (line 8 minus line 19)	438,507	460,432	483,454		1,382,394

B. Balance Sheet (at the end of the period shown)

		Current Tax Year as of 09/31/09	
Assets			
1 Cash		1	316,902.93
2 Accounts receivable, net		2	7,608.94
3 Inventories		3	0
4 Bonds and notes receivable (attach schedule)		4	0
5 Corporate stocks (attach schedule)		5	0
6 Mortgage loans (attach schedule)		6	0
7 Other investments (attach schedule)		7	0
8 Depreciable and depletable assets (attach schedule)		8	0
9 Land		9	0
10 Other assets (attach schedule)		10	0
11 Total assets		11	324,511.87
Liabilities			
12 Accounts payable		12	0
13 Contributions, gifts, grants, etc., payable		13	0
14 Mortgages and notes payable (attach schedule)		14	0
15 Other liabilities (attach schedule)		15	0
16 Total liabilities.		16	0
Fund Balances or Net Assets			
17 Total fund balances or net assets		17	324,511.87
18 Total liabilities and fund balances or net assets (add line 16 and line 17)		18	324,511.87

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

**User Fee for Exempt Organization
Determination Letter Request**

▶ **Attach this form to determination letter application.**
(Form 8718 is NOT a determination letter application.)

For IRS Use Only	OMB No. 1545-1798
	Control number <u>750</u>
	Amount paid <u>TF</u>
	User fee screener

1 Name of organization

America Votes Education & Action Fund

2 Employer Identification Number

26 4568349

Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

Fee

- a ☒ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ **\$300**
- Note.** If you checked box 3a, you must complete the *Certification* below.

Certification

I certify that the annual gross receipts of _____
name of organization
have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

- b ☒ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years . ▶ **\$750**
- c ☐ Group exemption letters ▶ **\$900**

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2006-8, 2006-1 I.R.B. 245, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6406, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.

Attach Check or Money Order Here



Part IV. Notice Requirements (Sections 501(c)(9) and 501(c)(17) Organizations Only)

1 Section 501(c)(9) and 501(c)(17) organizations:

Are you filing Form 1024 within 15 months from the end of the month in which the organization was created or formed as required by section 505(c)? ☐ Yes ☐ No

If "Yes," skip the rest of this Part.

If "No," answer question 2.

2 If you answer "No" to question 1, are you filing Form 1024 within 27 months from the end of the month in which the organization was created or formed? ☐ Yes ☐ No

If "Yes," your organization qualifies under Regulation section 301.9100-2 for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 3 and 4.

If "No," answer question 3.

3 If you answer "No" to question 2, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? ☐ Yes ☐ No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 2. See Specific Instructions, Part IV, Line 3, page 4, before completing this item. Do not answer question 4.

If "No," answer question 4.

4 If you answer "No" to question 3, your organization's qualification as a section 501(c)(9) or 501(c)(17) organization can be recognized only from the date this application is filed. Therefore, does the organization want us to consider its application as a request for recognition of exemption as a section 501(c)(9) or 501(c)(17) organization from the date the application is received and not retroactively to the date the organization was created or formed? ☐ Yes ☐ No

Schedule B **Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☐ No

If "Yes," explain.

N/A

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

N/A

1024 Attachments

A. Part II, Line 1: Detailed Narrative Description:

America Votes Education & Action Fund ("AVEA") was established to coordinate and promote progressive issues, policies, initiatives and referenda, and to pursue electoral reform that expands access to the ballot. Below are its current programs. However, as resources become available, it reserves the right to create additional programs to support its core mission.

Many of the program elements refer to support of partner organizations. Partner organizations are progressive organizations, organized under section 501(c) of the Internal Revenue Code; AVEA supports activities of its partners that advance AVEA's core mission, as explained in detail below. Partner organizations are not affiliated with AVEA.

1. Coordinating Efforts to Advance Election Reforms & Expand Access to the Ballot

AVEA is developing unified state election reform agendas that address state election law and election administration challenges. Using its election expertise and state-based coalition structure, AVEA will focus on achieving necessary election reform at both the state legislative and election administrative levels. In addition to traditional legislative advocacy efforts at both the state and national levels, AVEA will work cooperatively with election officials throughout the year – in both election years and off years – to improve the way elections are run. Additionally, AVEA's data driven issue campaign planning will be leveraged to identify and articulate the impact that election administration challenges have on voters and progressive voter mobilization programs.

AVEA will focus on three primary categories of reform. In addition, the program will aggressively combat changes in election administration designed to limit or disenfranchise voters, such as restrictive voter identification provisions, proof of citizenship provisions and unnecessary restrictions on independent voter registration programs.

Modernizing Voter Registration: Modernizing voter registration systems is crucial to decreasing problems on Election Day and providing campaigns with the ability to target key voters.

Expanding Voting Opportunities: We are focusing on expanded voting opportunities such as Universal and Election Day Registration, vote-by-mail, absentee and early vote. These reforms provide more flexibility to voters and exciting opportunities for campaigns. We are working also on defensive strategies and election protection where conservatives are attacking voting rights.

Combating Deceptive Practices: Coordinated efforts to provide misinformation to new voters happen with more sophistication with each subsequent election cycle. Unfortunately, neither state nor federal law adequately addresses these problems.

The project includes:

- Research and data on prior election administration issues
- Report on 2008 voter turnout and election administration
- Track legislation on proposed election laws
- Voter education on proposed election reform
- Work with the local election administrators

2. Supporting Progressive Legislative Efforts & Issue Advocacy in States

The reform priorities of each state are primarily determined by four factors: 1. experience in past elections; 2. the reform priorities of our progressive allies; 3. the legislative and administrative environment in each state; and 4. the current structure of election laws in the state. Because these elements are not static, priorities may shift as the year progresses.

- Legislative targeting for partners
- State geographic and demographic data
- Membership growth
- Work plans for partner issue ad campaigns
- Build capacity of partners' grassroots and direct lobbying work
- Provide a forum for partners to discuss legislative activities

3. Providing Data & Targeting Services to Progressive Organizations involved in Issue Advocacy

AVEA will provide resources and expertise to section 501(c)(3) and (c)(4) organizations engaged in direct and grassroots lobbying activities.

- Providing voter file assistance and training to progressive issue advocacy organizations
- Create new voter file and other data tools to support issue advocacy campaigns
- Tracking and posting data generating from progressive advocacy campaigns
- Providing data and database services and coordination support for legislative lobbying days

- Providing targeting assistance for legislative advocacy programs
- Grassroots activist and organizational development training for progressive issue advocacy groups
- Database and voter file training for progressive allies and activists
- Providing education and research on election reforms and efforts that threaten voting rights
- Compile best practices identified from project testing and evaluations
- Incorporate new testing and evaluation components into progressive advocacy campaigns

4. Ballot Initiative Process

AVEA will provide resources and expertise to section 501(c)(3) and (c)(4) organizations engaged in ballot initiative advocacy.

- Coordinate signature-gathering for partner organizations for more efficient petition drives and other data collection efforts
- Early planning and research on potential ballot initiatives
- Coordinate all points of the process on getting proposed initiatives on the ballot
- Provide database training for coordination

5. Redistricting Education Project

- Background, research and compilation of a historic overview
- Road show educating partners and others about redistricting process
- Research census process and data
- Provide guidance to partners regarding census process

Ensuring an accurate count in the decennial census is absolutely crucial. In addition to critical federal funding decisions, the census dictates who counts and who does not as redistricting decisions are made in the year following release of the new census data. AVEA will play a critical role in ensuring the count is accurate and communities are correctly represented.

The above programs are ongoing, and will be conducted by AVEA employees and consultants in offices in the District of Columbia and in state offices around the country.

B. Part II, Line 15: Political Activity

America Votes Education & Action Fund intends to spend a limited amount of resources influencing federal and state elections, through use of its staff to support partner organization activities. The organization has adopted a policy that its political activity will not exceed forty percent of its budget in a fiscal year. In fact, the budgeted amounts for the first three fiscal years are substantially less than forty percent. Any political intervention that may be conducted by the organization will be conducted within the limits imposed by Internal Revenue Code section 501(c)(4), Treasury Regulation section 1.501(c)(4)-1(a)(2), and Revenue Ruling 81-95, 1981-1 C.B. 332. The organization tracks its expenses, including through use of timesheets for its employees, to ensure that political activities do not exceed the budgeted amount in the course of a fiscal year, and to ensure that all required taxes will be paid under Internal Revenue Code section 527(f).

C. Part III(A)

Line 9: Expenses attributable to activities related to the organization's exempt purposes:

Exempt Purpose Expense	FY 2009	FY 2010	FY 2011
<i>Data & Services to Partners</i>	661,500	694,575	729,304
<i>Program Consultant</i>	122,600	128,730	135,167
<i>Travel & Events</i>	7,000	7,350	7,718
<i>Web & Internet</i>	25,000	26,250	27,563
<i>Program</i>	617,000	647,850	680,243
<i>Research</i>	32,000	33,600	35,280
TOTAL	1,465,100	1,538,355	1,615,273

Line 14: Other Salaries and Wages:

Salaries and Wages	FY 2009	FY 2010	FY 2011
<i>Salaries Admin</i>	112,401	118,021	123,922
<i>Salaries Development</i>	79,200	83,160	87,318
<i>Salaries Program</i>	641,854	673,947	707,644

<i>Salaries Political</i>	86,492	90,817	95,357
TOTAL	919,947	965,944	1,014,242

Line 16: Occupancy:

Occupancy Expense	FY 2009	FY 2010	FY 2011
<i>Rent & Utilities</i>	216,985	227,834	239,226
<i>Office Expenses</i>	21,400	22,471	23,593
TOTAL	238,385	250,304	262,819

Line 18: Other Expenses

Other Expense	FY 2009	FY 2010	FY 2011
Legal & Accounting	115,250	121,013	127,063
Taxes & Insurance	15,200	15,960	16,758
Fundraising	47,500	49,875	52,369
<i>Consulting</i>	37,500	39,375	41,344
<i>Events & Materials</i>	10,000	10,500	11,025
Political Intervention	122,000	128,100	134,505
<i>Data & Services to Partners</i>	94,500	99,225	104,186
<i>Program</i>	27,500	28,875	30,319
TOTAL	299,950	314,948	330,695

- AVEA has actively opposed legislation that would restrict access to the ballot in Colorado, Minnesota, New Hampshire, New Mexico, Ohio, Pennsylvania, and Wisconsin.
- AVEA has assisted and coordinated organizations lobbying Congress to advance health care reform legislation across all of its states.
- AVEA has assisted and coordinated organizations lobbying Congress to advance an energy bill across all of its states.
- AVEA has organized groups to support a variety of local school funding and bonding initiatives in Ohio.
- AVEA has worked with organizations to defeat local ballot initiatives in Colorado, New Hampshire and Oregon last fall and this spring.
- AVEA has worked in New Hampshire to support the legislative efforts of the Fair Tax Coalition.
- AVEA has worked in Colorado to support payday lending reform legislation.
- AVEA has worked in MI to advance Immigration Reform in Congress.
- AVEA has worked in New Hampshire to advocate for more school funding in February town meetings.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

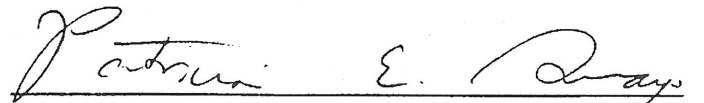
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

AMERICA VOTES EDUCATION AND ACTION FUND

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **30th** day of **March, 2009**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION
OF
AMERICA VOTES EDUCATION AND ACTION FUND

We, the undersigned natural persons, of the age of twenty-one years or more, acting as incorporators of a corporation pursuant to the NONPROFIT CORPORATION ACT (D.C. Code, 2001 Ed., Title 29, Chapter 3), do adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is America Votes Education and Action Fund.

ARTICLE 2. DURATION

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the District of Columbia Nonprofit Corporation Act.

ARTICLE 3. PURPOSES

This corporation is exclusively as a social welfare organization within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

This corporation is organized primarily for the following purposes:

- a) To coordinate and promote progressive issues, policies, initiatives and referenda;
- b) To pursue electoral reform that expands access to the ballot; and
- c) For all other purposes permitted under section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and the District of Columbia Nonprofit Corporation Act.

FILE COPY
3-30-09

ARTICLE 4. MEMBERS

This corporation shall have no members.

ARTICLE 5. STOCK

This corporation shall not have authority to issue capital stock.

ARTICLE 6. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 245 10th Street NE, Washington, DC 20002, and the name of its initial registered agent at such address is Gregory Speed, a District of Columbia resident.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

ARTICLE 8. FUNDS AND ASSETS

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof.

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to or for the use of a tax-exempt entity consistent with the mission and goals of the corporation.

The Corporation shall not accept any donations of anything of value from business corporation or labor organizations, whether directly or indirectly.

ARTICLE 9. DIRECTORS

The manner in which Directors shall be elected or appointed shall be provided in the By-Laws of the corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Rob McKay	303 Sacramento Street #400 San Francisco, CA 94111
Matt Angle	6 E Street SE Washington, DC 20003
Kim Anderson	1201 16th Street, NW Washington, DC 20036-3290
Anne Bartley	3580 Clay Street San Francisco, CA 94118
Frank Smith	16335 Las Casas Pacific Palisades, CA 90272

ARTICLE 10. INCORPORATORS

The names and addresses of the incorporators are:


<u>NAME</u>	<u>ADDRESS</u>
Judith Corley	607 14 th Street, N.W. Washington, DC 20005
Brian Svoboda	607 14 th Street, N.W. Washington, DC 20005
Ezra Reese	607 14 th Street, N.W. Washington, DC 20005

ARTICLE 11. BY-LAWS

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of this corporation. The By-Laws shall govern the operation of this corporation unless any By-Law conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

I, FRANCES WADE, a Notary Public, hereby certify that on the 30th day of MARCH, 2009:

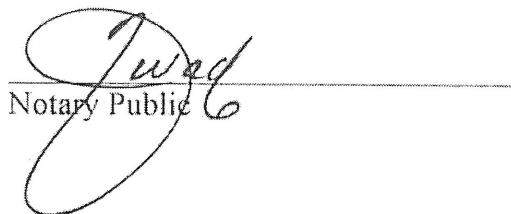

Judith Corley


Brian Svoboda


Ezra Reese

appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

FRANCES C. WADE
A NOTARY PUBLIC OF DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES SEPT. 30, 2010


Notary Public

BYLAWS
OF
AMERICA VOTES EDUCATION AND ACTION FUND, INC.

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BYLAWS
OF
AMERICA VOTES EDUCATION AND ACTION FUND, INC.

ARTICLE 1. OFFICES

The principal office of America Votes Education and Action Fund, Inc. ("the corporation") shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

The corporation shall initially have no members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number

The Board shall consist of not less than three nor more than 15 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors

3.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

3.4.2 Successor Directors

Successor Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office.

3.5 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

3.6 Annual Meeting

The annual meeting of the Board shall be held during the first quarter of the fiscal year on a date chosen by the President or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any one Director, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board or committee meeting called by them. Notice of a special meeting shall be delivered to the Directors not less than ten days before the meeting according to the provisions of Section 3.11 if these Bylaws.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Special Meetings

3.11.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.11.2 Personal Communication

Notice may be by personal communication with the Director.

3.11.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.11.4 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the

electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

3.12 Waiver of Notice

3.12.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable law.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such

dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such

limitations as may be prescribed by the Board and by applicable law. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.21 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.8 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS

5.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

5.2 Conflict of Interest

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

5.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 6. EXECUTIVE DIRECTOR

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the corporation, the Executive Director shall not be considered a member of the Board.

ARTICLE 7. ADVISORY BOARD

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

ARTICLE 8. INDEMNIFICATION

Each person who was, is or is threatened to be made a named party to or is otherwise involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit or proceeding (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director or officer of the corporation shall be indemnified and held harmless by the corporation against all expense, liability and loss (including attorneys' fees and ancillary expenses) actually and reasonably incurred or suffered by such indemnitee in connection therewith to the maximum extent permitted by law. The right to indemnification and the advancement of expenses conferred in this Article 8 shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, by general or specific action of the Board of Directors, by contract or otherwise.

ARTICLE 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

9.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

9.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

9.5 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

9.6 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

9.7 Fiscal Year

The fiscal year shall be from July 1 to June 30th.

9.8 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the fiscal year.

9.9 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors.

Internal Revenue Service
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Department of the Treasury

Date: March 22, 2010

America Votes Education and Action Fund
1401 New York Avenue NW, Suite 720
Washington, DC 20005

Employer Identification Number:
26-4568349

Person to Contact - Group #:
Gerry McLaughlin - 7827
ID# 1000203235
513-263-3590 Phone
513-263-4488 Fax

Response Due Date:
April 11, 2010

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

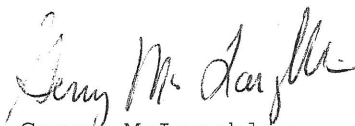
Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

To facilitate processing of your application, **please attach a copy of this letter to your response.** This will enable us to quickly and accurately associate the additional documents with your case file.

If we do not hear from you within that time, we will assume you no longer want us to consider your application for exemption and will close your case. As a result, the Internal Revenue Service will treat you as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new application.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Gerry McLaughlin
Exempt Organizations Specialist

Enclosure: Information Request

Letter 1312 (TEDS)

America Votes Education and Action Fund
26-4568349

Additional Information Requested:

1. Please have an officer sign and date the enclosed statement.
2. Furnish a detailed description of the facilities where you plan to conduct your activities. How will these facilities be managed, maintained, and financed? Are you leasing from an officer, director, member, or their relative?
3. Will officers, directors, or their relatives be compensated in staff positions? If so, please provide your policies and procedures in determining fair and reasonable compensation for those individuals to assure that board members or their relatives do not set or vote on their own compensation package.
4. Please submit the Employee Identification for America Votes.
5. Besides your political activities you stated that you are also involved in legislative activities. Please explain in detail the percentage of these activities that are germane.

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:

Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Gerry McLaughlin
Room 4522
Group 7827

Street Address:

Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Gerry McLaughlin
Room 4522
Group 7827

America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Signature of Officer

Date

Internal Revenue Service
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Department of the Treasury

Date: March 22, 2010

America Votes Education and Action Fund
Ezra W. Reese
607 14th Street, # 800
Washington, DC 20005

Employer Identification Number:
26-4568349

Person to Contact - Group #:

Gerry McLaughlin - 7827

ID# 1000203235

513-263-3590 Phone

513-263-4488 Fax

Response Due Date:

April 11, 2010

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

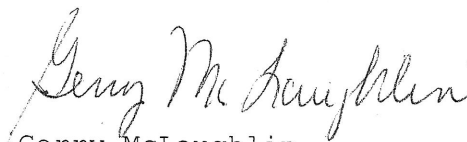
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If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Gerry McLaughlin
Exempt Organizations Specialist

Enclosure: Information Request

Letter 1312 (TEDS)

America Votes Education and Action Fund
26-4568349

Additional Information Requested:

1. Please have an officer sign and date the enclosed statement.
2. Furnish a detailed description of the facilities where you plan to conduct your activities. How will these facilities be managed, maintained, and financed? Are you leasing from an officer, director, member, or their relative?
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4. Please submit the Employee Identification for America Votes.
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PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:

Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Gerry McLaughlin
Room 4522
Group 7827

Street Address:

Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Gerry McLaughlin
Room 4522
Group 7827

America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Signature of Officer

Date

Internal Revenue Service
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Department of the Treasury

Date: March 22, 2010

America Votes Education and Action Fund
Judith Corley
607 14th Street, # 800
Washington, DC 20005

Employer Identification Number:

26-4568349

Person to Contact - Group #:

Gerry McLaughlin - 7827

ID# 1000203235

513-263-3590 Phone

513-263-4488 Fax

Response Due Date:

April 11, 2010

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

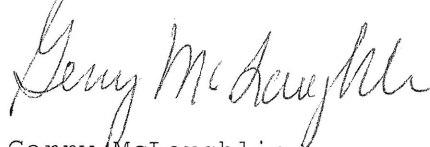
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If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Gerry McLaughlin
Exempt Organizations Specialist

Enclosure: Information Request

Letter 1312 (TEDS)

America Votes Education and Action Fund
26-4568349

Additional Information Requested:

1. Please have an officer sign and date the enclosed statement.
2. Furnish a detailed description of the facilities where you plan to conduct your activities. How will these facilities be managed, maintained, and financed? Are you leasing from an officer, director, member, or their relative?
3. Will officers, directors, or their relatives be compensated in staff positions? If so, please provide your policies and procedures in determining fair and reasonable compensation for those individuals to assure that board members or their relatives do not set or vote on their own compensation package.
4. Please submit the Employee Identification for America Votes.
5. Besides your political activities you stated that you are also involved in legislative activities. Please explain in detail the percentage of these activities that are germane.

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:

Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Gerry McLaughlin
Room 4522
Group 7827

Street Address:

Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Gerry McLaughlin
Room 4522
Group 7827

America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Signature of Officer

Date

Page 3
America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Jean Litz Guald
Signature of Officer

4/9/10
Date

Additional Information Requested:

please see attachment A

1. Please have an officer sign and date the enclosed statement.
2. Furnish a detailed description of the facilities where you plan to conduct your activities. How will these facilities be managed, maintained, and financed? Are you leasing from an officer, director, member, or their relative?
3. Will officers, directors, or their relatives be compensated in staff positions? If so, please provide your policies and procedures in determining fair and reasonable compensation for those individuals to assure that board members or their relatives do not set or vote on their own compensation package.
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5. Besides your political activities you stated that you are also involved in legislative activities. Please explain in detail the percentage of these activities that are germane.

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:

Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Gerry McLaughlin
Room 4522
Group 7827

Street Address:

Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Gerry McLaughlin
Room 4522
Group 7827

ATTACHMENT A

2. *Furnish a detailed description of the facilities where you plan to conduct your activities. How will these facilities be managed, maintained, and financed? Are you leasing from an officer, director, member, or their relative?*

DC	1401 New York Avenue, Inc.	1401 New York Ave NW	Suite 720	Washington	DC	20005
CO	BNC Building CO	450 E 17th Ave	Suite 300	Denver	CO	80203
MI	Delta Contracting Group	333 W 7th Street	Suite 200	Royal Oak	MI	48067
MI	Progress Now Michigan	115 Allegan	7th	Lansing	MI	48933
MN	Spruce Tree Centre	1600 University Avenue W	Suite 309A	St Paul	MN	55104
NH	Patriot Investment Company	4 Park Street	Suite 302	Concord	NH	03301
NM	Centurion Silver, LLC	625 Silver Avenue SW		Albuquerque	NM	87102
NV	Summerhill Executive Suites, LLC	4 Sunset Way	Suite A7	Henderson	NV	89014
OH	Sandpar Company, LP	399 East Main Street	Suite 220	Columbus	OH	43215
PA	Union Project	801 Negly Ave	#5	Pittsburgh	PA	15206
WI	Boardwalk Investments	210 N. Bassett Street	Suite 110	Madison	WI	53703

Above are the office locations of America Votes Education & Action. They are managed, maintained and financed through contributions to the organization. The national office is responsible for all leases, rents and utilities. The day to day management is provided by the state director. All AVEA locations are leased from unconnected, outside rental companies. We do not lease from any officer, director, member, or their relative.

3. *Will officers, directors, or their relatives be compensated in staff positions? If so, please provide your policies and procedures in determining fair and reasonable compensation for those individuals to assure that board members or their relatives do not set or vote on their own compensation package.*

Attached are the amended AVEA bylaws adopted on March 29, 2010. The AVEA bylaws allow for compensation for the Officers of the organization. At this time only the President of the Organization is compensated. It is the only office that is a full time staff position. *Members of the board negotiated the salary and employee agreement before that person was hired.*

In the current bylaws – Article 4 Officers Section 10 Compensation “The officers may receive compensation for their services as adopted by resolution of the Executive Committee. Officers may be reimbursed for their expenses. No loans shall be made by the corporation to its officers.”

Article 5 Interest of Directors and Officers Section 1 Compensation "Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation."

4. *Please submit the Employee Identification number of America Votes.*

America Votes EIN 83-0364856

The organization America Votes is in the process of winding down its operations. As soon as possible America Votes will close its bank accounts, its remaining assets will be transferred America Votes Education & Action. America Votes 527 board members will then dissolve the corporation.

5. *Besides your political activities you stated that you are also involved in legislative activities. Please explain in detail the percentage of these activities are germane.*

America Votes Education and Action has devoted 85% of its resources to social welfare activities in 2010. AVEA has developed a report that assesses ballot access issues in its 10 core states, looking at potential legislative and administrative solutions; conducted research and convened organizations to plan defensive and proactive ballot initiative strategies; developed targeting and contact programs for organizations doing grassroots education around health care reform; identified targets for membership recruitment for organizations representing the interest of low income and minority communities; created targets, walk lists and phone lists for organizations engaging underrepresented populations in the census; organized groups and assisted in the preparation of grants for census organizing; organized and assisted groups in creating actions to engage in grassroots lobbying on the state and federal level; organized and assisted organizations in planning their work to support or defeat local ballot measures.

Specifically, America Votes Education and Action has devoted 23% of its resources to direct conducting or supporting the work of organizations in developing legislative activities.

- AVEA or its supporting staff has registered as lobbyists or contracted with lobbyists in four states (Colorado, New Hampshire, New Mexico and Wisconsin).
- AVEA has directly supported and advocated for specific legislation in that expands access to the ballot for traditionally disenfranchised communities in Colorado, Minnesota, New Mexico, an Wisconsin)
- AVEA has employed a national firm to track and report on key legislative activities that affect ballot access in all 50 states.
- AVEA has employed a local legislative tracker to track and report on legislation of interest to its partner groups in New Mexico.

Internal Revenue Service
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Department of the Treasury

Date: May 21, 2010

America Votes Education and Action Fund
1401 New York Avenue NW, Suite 720
Washington, DC 20005

Employer Identification Number:
26-4568349

Person to Contact - Group #:
Gerry McLaughlin - 7827
ID# 0203235

Contact Telephone Numbers:
513-263-3534 Phone
513-263-4488 Fax

Response Due Date:
June 4, 2010

Dear Sir or Madam:

Thank you for the information recently submitted regarding your application for exemption. Unfortunately, we need more information before we can complete our consideration of your application.

Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on the application. Also, the information you submit should be accompanied by the following declaration:

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

To facilitate processing of your application, **please attach a copy of this letter to your response.**

If you do not provide the requested information in a timely manner, we will assume that you do not want us to consider your application further and will close your case.

If you do not respond to the information request by the due date, we will conclude that you have not taken all the steps necessary to complete your application for exemption. Under section 7428(b)(2) of the Code, you must show that you have taken all the reasonable steps to obtain your exemption letter under IRS procedures in a timely manner and exhausted your administrative remedies before you can pursue a declaratory judgment. Accordingly, if you fail to timely provide the information we need to enable us to act on your application, you may lose your right to a declaratory judgment under Code section 7428.

If you have any questions concerning this matter, or you cannot respond by the due date, please contact the person whose name and telephone number are shown in the heading of this letter.

Letter 2382

Page 2

America Votes Education and Action Fund
26-4568349

Sincerely yours,

Gerry McLaughlin
Exempt Organizations Specialist

America Votes Education and Action Fund
26-4568349

Additional Information Requested:

1. Please have an officer that is listed on page 2 of your application sign and date the enclosed statement.
2. You stated in your response "The organization America Votes is in the process of winding down its operations. As soon as possible America Votes will close its bank accounts, its remaining assets will be transferred America Votes Education & Action, America Votes 527 board members will then dissolve the corporation." How will you take over? Submit a copy of the agreement.

Please provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof.

Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions.

Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed.

Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined.

Why is America Votes dissolving.

3. You stated in your attachment to your Form 1024 "Many of the program elements refer to support of partner organizations. Partner organizations are progressive organizations, organized under section 501(c) of the Internal Revenue Code." Please submit the names of your partner organization and their Employer Identification Number. How do you define a "progressive organization"?
4. What did America Votes do?
5. Your source of revenue is from contributions and gifts. Who are your donors?

America Votes Education and Action Fund
26-4568349

6. You stated that you will devote 85% of its resources to social welfare activities and 23% of its resources to direct conducting or supporting the work of organizations in developing legislative activities. Please submit a revised list of your activities that will total 100%.
7. What percentage of your partnering organizations are political?
8. What are you supporting in your partnering organizations?

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:
Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Gerry McLaughlin
Room 4522
Group 7827

Street Address:
Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Gerry McLaughlin
Room 4522
Group 7827

America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Signature of Officer

Date

Internal Revenue Service
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Department of the Treasury

Date: May 21, 2010

America Votes Education and Action Fund
C/O Ezra W. Reese
Washington, DC 20005
607 14th Street, #800
Washington, DC 20005

Employer Identification Number:
26-4568349

Person to Contact - Group #:
Gerry McLaughlin - 7827
ID# 0203235

Contact Telephone Numbers:
513-263-3534 Phone
513-263-4488 Fax

Response Due Date:
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To facilitate processing of your application, **please attach a copy of this letter to your response.**

If you do not provide the requested information in a timely manner, we will assume that you do not want us to consider your application further and will close your case.

If you do not respond to the information request by the due date, we will conclude that you have not taken all the steps necessary to complete your application for exemption. Under section 7428(b)(2) of the Code, you must show that you have taken all the reasonable steps to obtain your exemption letter under IRS procedures in a timely manner and exhausted your administrative remedies before you can pursue a declaratory judgment. Accordingly, if you fail to timely provide the information we need to enable us to act on your application, you may lose your right to a declaratory judgment under Code section 7428.

If you have any questions concerning this matter, or you cannot respond by the due date, please contact the person whose name and telephone number are shown in the heading of this letter.

Page 2

America Votes Education and Action Fund
26-4568349

Sincerely yours,

Gerry McLaughlin
Exempt Organizations Specialist

Additional Information Requested:

1. Please have an officer that is listed on page 2 of your application sign and date the enclosed statement.
2. You stated in your response "The organization America Votes is in the process of winding down its operations. As soon as possible America Votes will close its bank accounts, its remaining assets will be transferred America Votes Education & Action, America Votes 527 board members will then dissolve the corporation." How will you take over? Submit a copy of the agreement.

Please provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof.

Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions.

Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed.

Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined.

Why is America Votes dissolving.

3. You stated in your attachment to your Form 1024 "Many of the program elements refer to support of partner organizations. Partner organizations are progressive organizations, organized under section 501(c) of the Internal Revenue Code." Please submit the names of your partner organization and their Employer Identification Number. How do you define a "progressive organization"?
4. What did America Votes do?
5. Your source of revenue is from contributions and gifts. Who are your donors?

America Votes Education and Action Fund
26-4568349

6. You stated that you will devote 85% of its resources to social welfare activities and 23% of its resources to direct conducting or supporting the work of organizations in developing legislative activities. Please submit a revised list of your activities that will total 100%.
7. What percentage of your partnering organizations are political?
8. What are you supporting in your partnering organizations?

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:
Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Gerry McLaughlin
Room 4522
Group 7827

Street Address:
Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Gerry McLaughlin
Room 4522
Group 7827

America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Signature of Officer

Date

Internal Revenue Service
P.O. Box 2508 - Room 4522
Cincinnati, Ohio 45201

Department of the Treasury

Date: May 21, 2010

America Votes Education and Action Fund
C/O Judith L. Corley
607 14th Street, #800
Washington, DC 20005

Employer Identification Number:

26-4568349

Person to Contact - Group #:

Gerry McLaughlin - 7827

ID# 0203235

Contact Telephone Numbers:

513-263-3534 Phone

513-263-4488 Fax

Response Due Date:

June 4, 2010

Dear Sir or Madam:

Thank you for the information recently submitted regarding your application for exemption. Unfortunately, we need more information before we can complete our consideration of your application.

Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on the application. Also, the information you submit should be accompanied by the following declaration:

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

To facilitate processing of your application, **please attach a copy of this letter to your response.**

If you do not provide the requested information in a timely manner, we will assume that you do not want us to consider your application further and will close your case.

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Page 2

America Votes Education and Action Fund
26-4568349

Sincerely yours,

Gerry McLaughlin
Exempt Organizations Specialist

America Votes Education and Action Fund
26-4568349

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Please provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof.

Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions.

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Why is America Votes dissolving.

3. You stated in your attachment to your Form 1024 "Many of the program elements refer to support of partner organizations. Partner organizations are progressive organizations, organized under section 501(c) of the Internal Revenue Code." Please submit the names of your partner organization and their Employer Identification Number. How do you define a "progressive organization"?
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America Votes Education and Action Fund
26-4568349

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550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Gerry McLaughlin
Room 4522
Group 7827

America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Signature of Officer

Date

America Votes Education and Action Fund
26-4568349

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

John Fitz-Gerald
Signature of Officer

6/4/10
Date

America Votes Education and Action Fund
26-4568349

Additional Information Requested:

1. Please have an officer that is listed on page 2 of your application sign and date the enclosed statement.
2. You stated in your response "The organization America Votes is in the process of winding down its operations. As soon as possible America Votes will close its bank accounts, its remaining assets will be transferred America Votes Education & Action, America Votes 527 board members will then dissolve the corporation." How will you take over? Submit a copy of the agreement.

See Attached A

Please provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof.

Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions.

Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed.

Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined.

Why is America Votes dissolving.

3. You stated in your attachment to your Form 1024 "Many of the program elements refer to support of partner organizations. Partner organizations are progressive organizations, organized under section 501(c) of the Internal Revenue Code." Please submit the names of your partner organization and their Employer Identification Number. How do you define a "progressive organization"?
4. What did America Votes do?
5. Your source of revenue is from contributions and gifts. Who are your donors?

Attachment A

Question 2

America Votes dissolving and what are the details surrounding the transfer of assets?

How will you take over?

The assets of America Votes, a nonprofit corporation tax-exempt under section 527 of the Internal Revenue Code, are being transferred to America Votes Education & Action. America Votes has ceased operations and will dissolve.

Submit a copy of the agreement.

Attachment B is the draft asset transfer agreement between America Votes, 83 - 0364856 and America Votes Education and Action, 26 - 4568349. This agreement has not yet been executed. Target date for the transfer to take place is June 30, 2010.

Please provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof.

Exhibit A of Attachment B is the list of assets that are being transferred. First, this is a Fixed Asset Listing which shows Original Cost; Accumulated Depreciation or Amortization; and Net Book Value. These assets will be transferred to the 501(c)(4) organization at their Net Book Value. Secondly, is a listing of security and utility deposits.

Were there any restriction placed on the use or sale of the assets?

No restrictions are placed on the use or sale of the assets.

Were any debts or liabilities transferred from the predecessor for-profit organization to you?

America Votes 527 is a nonprofit corporation tax-exempt under section 527 of the Internal Revenue Code. No liabilities or debts were transferred from America Votes 527 to America Votes Education and Action.

Will you lease or rent any property or equipment previously owned or used by the for-profit organization?

America Votes 527 is not a for-profit organization and did not own any property or equipment that it leased out. America Votes Education & Action has no plans to lease or rent any property or equipment; it may in the future enter into a cost-sharing agreement with an affiliated tax-exempt entity.

Why is America Votes dissolving?

America Votes is dissolving because a primarily political organization is no longer appropriate for the programs America Votes Education and Action wanted to conduct. America Votes Education & Action was established as a 501(c)(4) organization to expand the range of programs and activities that it could undertake.

Question 3 - what are the names of our partners and their EIN numbers?

Below are the names of our national partners. Neither America Votes Education and Action nor America Votes has access to the organizations' EINs.

Planned Parenthood Action Fund	Democracia Ahora	INDN's List
Sierra Club	Progressive Future	League of Education Voters
AFL-CIO	Teamsters	NARAL Pro-Choice America
AFSCME	USAction	ProgressNow Action
League of Conservation Voters	Women's Voices. Women Vote.	Women's Campaign Forum
National Education Association	Working America	My Rural America
SEIU	NAACP National Voter Fund	National Jewish Democratic Council
UFCW	Ballot Initiative Strategy Center	EMILY's List
Clean Water Action	Hip Hop Caucus	
Campaign for Community Change	Human Rights Campaign	

How do you define a progressive organization?

America Votes Education & Action defines a progressive organization as an entity that is established to serve the public welfare by advancing progressive policies: those organizations that strive to protect the environment, public education, women's rights, civil rights and labor and consumer rights, to promote and to advocate for electoral reform and protecting the right to vote.

Question 4 - What did America Votes do?

America Votes was established in 2003 to coordinate the civic engagement and electoral activities of partner organizations in 14 states. Over time, as discussed earlier in question 2, the coalition organizations sought to have America Votes provide more and more services that were unrelated to its section 527 status, such as coordination of legislative and grassroots advocacy activities and non-partisan voter registration.

Question 5 - Who are your donors?

Contributors to America Votes Education & Action are individuals and partner organizations. Please refer to schedule B of the organization's recently filed form 990 annual return.

Question 6 - Please submit a revised list of your activities that will total 100%.

In our response to the first request for information, question 5 – *Besides your political activities you stated that you are also involved in legislative activities. Please explain in detail the percentage of these activities that are germane.* We answered that America Votes Education & Action devotes 85% of its resources to social welfare activities. Of those activities, 23% of the organization's total activities is devoted to direct conducting or supporting the work of organizations in developing legislative activities. Apart from the 85% devoted to social welfare activities, we estimate that up to 15% could constitute political campaign intervention.

Question 7 - What percentage of your partnering organizations are political?

Twenty-eight organizations are partners of AVEA. Of those, two organizations are organized under section 527 of the Internal Revenue Code; the rest are organized under section 501(c) of the Code.. The political organizations therefore represent approximately seven percent of our total partners.

Question 8 - What are you supporting in your partnering organizations?

America Votes supports the legislative, grassroots advocacy, ballot initiative, non-partisan civic engagement, voter registration and electoral activities of partner organizations. America Votes does this by providing data and targeting services, strategic planning, coordination of multiple partners work across issue areas, assistance in the application for grants and finding other sources of funding for their activities.

ATTACHMENT B

ASSET TRANSFER AGREEMENT

This Asset Transfer Agreement (the "**Agreement**") is made as of the ____ day of _____, 20_____, by and between America Votes, Inc., ("**AV INC**"), and America Votes Education & Action Fund ("**AV**").

RECITALS

A. AV Inc owns certain physical and other property as set forth in **Exhibit A** (the "**Assets**") and certain intellectual property as set forth in **Exhibit B** (the "**Materials**").

B. AV INC desires to grant to AV, and AV desires to receive from AV INC, the Assets, as more specifically provided herein, subject to the terms and conditions of this Agreement.

C. AV INC desires to license to AV, and AV desires to license from AV INC, the Materials, as more specifically provided herein, subject to the terms and conditions of this Agreement.

ARTICLE 1 TRANSFER

1.1 **Transfer.** Subject to the terms and conditions of this Agreement, on the Effective Date (as defined below), AV INC agrees to transfer to AV, and AV agrees to accept and take assignment of, the Assets set forth in Exhibit A. Except as may be otherwise provided for in this Agreement, all conveyances and transfers of any Assets shall be on an "AS IS – WHERE IS" condition and basis, free of all liens, claims and encumbrances except as expressly agreed to in writing by the parties.

1.2 **No Assumption of Liabilities.** AV INC and AV hereby acknowledge and agree that AV is not assuming any liabilities or obligations of AV INC (whether direct or indirect, matured or unmatured, known or unknown, absolute, accrued, contingent or otherwise, whether now existing or hereafter arising) with respect to the Assets.

1.3 **Consents and Approvals.** AV INC shall cooperate with AV or otherwise use reasonable efforts to obtain the waiver, consent or approval of any person or entity whose waiver, consent or approval is required in order assign or transfer any of the Assets to AV. Notwithstanding the foregoing, AV INC makes no warranty or representation that any such person or entity will consent to or approve the transfer of any such Assets, including but not limited to the transfer of company appointments and/or agency contracts.

ARTICLE 2 LICENSING USE OF INTELLECTUAL PROPERTY

2.1 **Non-exclusive License.** AV INC grants to AV a non-exclusive, unlimited, and perpetual license to use its Materials, including Research Products, Polls, Profiles, Lists and

other intellectual property described in **Exhibit B**. AV shall be permitted to transfer the license to a third party and to use the Materials for any legal purpose.

2.2 **Unused materials.** On the effective date of this Agreement, there will be a limited supply of unused AV INC materials with AV INC name. Because AV INC has no use for these materials, AV INC grants permission to AV to use these surplus materials.

2.3 **No Assumption of Liabilities.** AV INC and AV hereby acknowledge and agree that AV is not assuming any liabilities or obligations of AV INC (whether direct or indirect, matured or unmatured, known or unknown, absolute, accrued, contingent or otherwise, whether now existing or hereafter arising) with respect to the Materials.

2.4 **Consents and Approvals.** AV INC shall cooperate with AV or otherwise use reasonable efforts to obtain the waiver, consent or approval of any person or entity whose waiver, consent or approval is required in order assign or transfer any of the Materials to AV. Notwithstanding the foregoing, AV INC makes no warranty or representation that any such person or entity will consent to or approve the transfer of any such Materials, including but not limited to the transfer of company appointments and/or agency contracts.

2.5 **No Warranty Regarding Accuracy.** AV INC makes no representations about the suitability, reliability, timeliness, and accuracy of the information and data contained in any of the Materials. All Materials are provided "AS IS" and "AS AVAILABLE" without warranty of any kind. AV INC disclaims all representations and warranties with regard to the Materials, including all implied warranties and conditions of merchantability, fitness for a particular purpose, title, and non-infringement. No advice or information obtained from AV INC, or from any employee or agent of AV INC, will create any warranty not expressly stated in this Agreement.

ARTICLE 3 MISCELLANEOUS

3.1 **Cost of Transaction.** All costs or liabilities incurred by any party in connection with this Agreement, including but not limited to attorneys' fees, shall be borne by the party incurring such costs.

3.2 **Survival.** The representations, warranties, covenants and agreements made by the parties to each other in or pursuant to this Agreement shall survive indefinitely.

3.3 **Assignment.** This Agreement shall not be assigned by any party hereto without the prior written consent of the other party.

3.4 **Entire Agreement.** This Agreement and the Exhibits attached to this Agreement constitute the entire agreement and supersede all prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof. This Agreement may be amended only by a writing executed by both parties.

3.5 **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the District of Columbia (without regard to its conflicts of laws principles). Any

proceeding arising out of or relating to this Agreement shall be brought in the courts of the District of Columbia.

3.6 **Severability**. In case any provision in this Agreement shall be invalid, illegal or unenforceable, to the extent permitted by applicable law, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

3.7 **Waiver**. Either party may waive the performance of any obligation owed to it by the other party hereunder or the satisfaction of any condition precedent to the waiving party's duty to perform any of its covenants including its obligations to close. Any such waiver shall be valid only if contained in a writing signed by the party to be charged.

3.8 **Counterparts & Facsimile**. This Agreement may be executed in separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. This Agreement may be executed by facsimile, and any such facsimile signatures shall be deemed original counterparts.

IN WITNESS WHEREOF, the parties to this Agreement have caused it to be executed on the date first written above.

AV INC:

America Votes, Inc.

By: _____
Its: _____

AV:

America Votes Education & Action
Fund

By: _____
Its: _____

EXHIBIT A

ASSETS (PHYSICAL PROPERTY)

America Votes Inc. Fixed Asset Listing

as of June 30, 2010

Purchase Description	Purchase Date	Cost	Accum Depre	Net Book Value
<i>Furniture & Equipment</i>				
UPG SonicWall Secure	08/12/2005	1,033	997	36
PowerEdge 1850 Server	08/16/2005	5,210	5,027	183
NetVanta 3200 Modular Accss Rtr	08/24/2005	715	690	25
HP LaserJet 1300N ID224	12/05/2005	400	381	19
HP LaserJet 4100	12/05/2005	473	451	22
Dell D600 Laptop	12/05/2005	873	832	41
[2] Dell X300 Laptop	12/05/2005	1,542	1,469	73
Telephone System OH	12/16/2005	4,579	3,630	949
Dell 3400MP Projector	01/06/2006	1,386	1,014	372
[4] Dell X300 Laptop	03/27/2006	3,086	2,732	354
Backup Eqpt-PowerVault 1245	06/21/2006	5,750	5,087	663
Processor-Dual Core Xeon 5050	06/21/2006	3,328	2,945	383
Dell Latitude D510 Lptp	07/31/2006	1,387	1,227	160
Dell PowerVault 745N	08/04/2006	233	208	25
[2] Hard Drive 146GB, 3Gbps	08/15/2006	649	576	73
[4] Dell OptiPlex210L Dsktp	08/21/2006	2,720	2,406	314
[2] SonicWall SP Wireless	08/29/2006	725	642	83
HP Proliant G3 Server	12/05/2005	4,786	4,557	229
[2] Dell X300 Laptop	01/05/2006	1,543	1,366	177
Dell SoundStation2 Exp Conf Phn	01/09/2006	476	421	55
[6] Dell GX270 Desktop	01/18/2006	2,684	2,375	309
[2] Dell X300 Laptop	01/30/2006	1,543	1,366	177
Printer, HP LaserJet 2300	02/23/2006	400	354	46
[2] Power Edge Server	03/29/2006	9,129	8,078	1,051
Gateway Security Bundle-25 node	04/12/2006	642	567	75
HP LaserJet 2300 Printer	05/05/2006	400	354	46
Power Edge 830 Server	05/05/2006	8,949	7,919	1,030
Printer, Dell Workgroup M5200N	05/18/2006	653	578	75
[10] Dell GX270 Desktop	05/26/2006	4,473	3,958	515
Printer-Dell M5200N Laser MI	06/06/2006	847	750	97
HP LaserJet 2420D Printer	07/13/2006	582	515	67
[2] Dell Laser Pmtr 1710n	07/28/2006	633	562	71
HP LaserJet Printer 2420D	08/08/2006	699	620	79
[8] Dell UltraSharp 1505FP Monitors	08/14/2006	1,880	1,665	215
Dell OptiPlex210L Dsktp 3FV9MB1	08/15/2006	6,159	5,451	708
[2] Dell Laser Pmtr 1710n	08/23/2006	741	655	86
Dell Latitude D410 Lptp	08/25/2006	1,564	1,383	181
Dell UltraSharp 1505FP Mntr	08/30/2006	232	206	26

Dell Laser Prntr 1710n	09/06/2006	376	332	44
Dell X342N Print/Copy/Scan/Fax	09/27/2006	364	322	42
Telephone System [CO]	07/14/2006	12,529	9,173	3,356
Telephone System [MI]	06/23/2006	11,843	8,670	3,173
Telephone System [MN]	04/28/2006	4,992	3,656	1,336
Dell 1200MP DLP Prjctr	07/12/2006	763	558	205
Telephone System [OH]	01/31/2006	6,559	4,802	1,757
Dell 1100 MP DLP Projector	04/23/2006	887	650	237
Telephone System [DC]	06/01/2006	12,868	9,422	3,446
HP LaserJet 2300 ID012	12/05/2005	1,598	1,522	76
[5] Dell GX270 P4 Desktop	12/05/2005	2,237	2,129	108
[3] Dell Latitude D510 Lptp	05/28/2006	4,380	3,877	503
Dell Latitude D510 Lptp 9YF54B1	06/12/2006	1,393	1,232	161
Cisco Router 1841 Bonded T-1	09/05/2007	1,872	1,414	458
[2] Dell OptiPlex Desktop	10/25/2007	2,162	1,571	591
[3] Sonicpoint WirelessAccess	10/25/2007	812	591	221
Dell GX270 Desktop	03/27/2006	448	397	51
[21] Dell GX270 Desktop	07/28/2006	9,393	8,311	1,082
[2] Brother Laser MFC7820N	05/22/2008	488	196	292
Brother Laser MFC7820N	06/20/2008	235	95	140
Brother MFC7820N Laser	06/12/2008	238	96	142
Brother MFC7820N Network [NH]	07/09/2008	235	95	140
Brother MFC7820N Printer [NV]	07/31/2008	234	94	140
Brother MFC7820N Network {AZ}	08/18/2008	234	94	140
[4] HP DC 5700	10/06/2008	1,636	655	981
[2] HP DC 5800	06/06/2008	1,494	598	896
HP DC 5800	10/01/2008	859	344	515
HP DL360 Server	12/01/2008	4,881	1,952	2,929
HP MSA70 Dual Domain	12/03/2008	6,736	2,695	4,041
HP Proliant Server	12/03/2008	1,507	603	904
IBM ThinkPad DVD Ultrabay	07/08/2008	168	68	100
[6] IBM ThinkPad X61	02/06/2008	11,256	4,503	6,753
[2] IBM ThinkPad X61	02/21/2008	3,752	1,500	2,252
[2] IBM ThinkPad X61	02/26/2008	3,752	1,500	2,252
[5] IBM ThinkPad X61	03/26/2008	9,380	3,752	5,628
IBM ThinkPad X61	05/08/2008	1,876	751	1,125
IBM ThinkPad X61	05/20/2008	1,876	751	1,125
[2] IBM Thinkpad X61	06/03/2008	3,750	1,500	2,250
IBM ThinkPad X61	06/06/2008	1,875	751	1,124
IBM ThinkPad X61	06/09/2008	1,875	563	1,312
IBM ThinkPad X61 Ultrabase	07/08/2008	183	74	109
IBM ThinkPad X61	07/16/2008	1,524	610	914
IBM ThinkPad X61	07/22/2008	1,498	600	898
IBM ThinkPad X61	07/30/2008	1,498	600	898
IBM ThinkPad X61	08/07/2008	1,498	600	898
IBM ThinkPad X61	08/18/2008	1,598	640	958
IBM ThinkPad X61	10/21/2008	1,265	507	758
Modular Office Cubicles	07/01/2008	7,800	2,229	5,571
Polycom Soundstation	06/20/2008	439	176	263
PowerPoint Projector	04/03/2008	634	254	380
Smart Array P800 Controller	12/12/2008	944	378	566
Telephone Sys Elite IPPK II DC	01/01/2008	16,213	4,633	11,580
UPS Battery BackUp	04/23/2008	4,875	1,951	2,924
ViewSonicProjector	05/08/2008	665	267	398
Vodavi StarPlus Phone System	07/01/2008	4,200	1,200	3,000

Wireless FireWall TZ180 [MO]	05/20/2008	559	224	335
[3] X163WB 15.5"W 500 1 8MS	07/10/2008	450	180	270
HP DL380 G6 Intranet Server	12/09/2009	4,896	572	4,324
[3] Dell Latitude D510 Laptop	05/10/2006	4,387	3,882	505
[13] Dell GX270 Desktop	05/05/2006	5,815	5,145	670
Dell Latitude D510 Lptp	04/14/2006	1,430	1,304	126
Tamco Phone System	05/26/2009	1,507	234	1,273
Total Furniture & Equipment		280,795	182,059	98,736

Software		Cost	Accum Amort	Net Book Value
Sonicwall Network Antivirus S/W	05/16/2006	591	591	0
Software-Whats Up Professional	06/21/2006	2,251	2,251	0
Software-UPG-C Backup	06/23/2006	7,335	7,335	0
Adobe Acrobat 7.0 Standard	10/13/2006	316	316	0
SonicOS Pro 3060 Enhanced S/W	08/12/2005	701	701	0
[2] Gateway TZ 170 Security Bndl	05/10/2006	970	970	0
SonicOS Upgrade TZ 170 Security	09/06/2006	814	814	0
SGMS Firewall Software	06/06/2007	1,489	1,386	103
QuickBooks Pro 2008 Edition	04/01/2008	683	513	170
Sonicwall Network Antivirus 100	07/01/2008	2,442	1,628	814
MS MBL Window Server Std 2008	12/03/2009	682	133	549
Sonicwall Network AV/AS 100	08/26/2009	2,316	643	1,673
MOB Off Pro + 2007	03/30/2009	2,309	962	1,347
Total Software		22,899	18,243	4,656

America Votes [C4]

Office Leases / Security & Utility Deposits as of 6-30-2009

Name	Deposit
Office Space [C4]	
BNC Building Co LLC 450 E Seventeenth Ave #3, Denver, CO 80203	4,515.41
Boardwalk Investments - WI 210 N Bassett St #100, Madison, WI 53703	5,000.00
Data Warehouse, LLC 1101 Vermont Avenue, NW, WDC	16,907.50
Delta Contracting Group, Inc. 333 W 7th St, #200, Royal Oak, MI	5,550.00
Sandpar Company - OH Columbus 399 Main St., Suite 220, Columbus, OH	4,000.00
Union Project - PA Pittsburgh	340.00

801 N Negley Ave, **Space #5**, Pittsburgh, PA

17.00

UTILITIES [C4]

AT&T- 608 259 9102 940 0 WI

900.00

Wisconsin Office [6 lines]

Unitil-Concord NH

210.00

NH Office

37,439.91

EXHIBIT B
MATERIALS (INTELLECTUAL PROPERTY)

Trademark and Copyright Material

- All literature, Internet content, audio and video productions, scripts, images, and other such material currently in use by AV INC
- The America Votes name and logo
- Any other Trademark currently in use by AV INC

New Media Products

- Website content
- Email Lists
- logos and images from the site
- online calendars and data about events
- Sign-up forms and other list-building materials
- Cell phone number lists
- Other personal data

Other Material

- Polling material commissioned by AV INC
- Research material commissioned by AV INC

